



Corporate Knowledge Foundation

THE KNOWLEDGE COMPANION

# “Board Procedures SS-1 POSERS”

**Presented by –G P Madaan**

- *CEO, Corporate Knowledge Foundation*
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# SCOPE

- SS-1 is applicable to the Meetings of Board of Directors of all companies except One Person Company (OPC) in which there is only one Director on its Board. The principles are also applicable to Meetings of Committee (s) of the Board, unless otherwise stated herein or stipulated by any other applicable Guidelines, Rules or Regulations.
- If due to subsequent changes in the Act, a particular Standard or any part thereof becomes inconsistent with the Act, the provisions of the Act shall prevail.

# CHAIRMAN

- Who will preside over the meetings of the Board?
- Who will preside over the meetings of the committees of the Board?
- What is the role and responsibility of the Chairman?

# **RESOLUTION BY CIRCULATION**


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- **Authority to decide whether approval to be obtained through circular resolution?**
- **Is there any maximum time limit for the directors to respond?**
- **When a resolution by circulation shall be deemed to have been passed?**

- **What will be the treatment, if a director does not respond?**
- **If the approval of the requisite majority is not received by last date, will the resolution lapse?**
- **From which date the resolution so passed will be effective?**
- **Will be resolution so passed be ratified in the next Board Meeting?**

# MINUTES

- **Whether distinct minutes books are to be kept for Board and Committee Meetings?**
- **How minutes are to be maintained in electronic form?**
- **How numbering of pages of minutes books to be done?**
- **Where the Minutes Book are to be kept and in whose custody?**

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- **Whether time of commencement and conclusion of Meeting is to be mentioned in the Minutes Book?**
  - **Whether Minutes to contain record of all appointments?**
  - **What is the timeline for recording and signing of the Minutes?**

- **Whether a director, who ceases to be a director after the board meeting, is entitled to receive draft minutes?**
- **Can a present Director be allowed to inspect or have access to the copies of Minutes of Meetings of the Board held before the period of his directorship?**
- **Can a director be allowed to inspect or have access to the copies of Minutes of Meetings of the Board, after the ceases to be a director?**



- Is it the prerogative of the Chairman to include or exclude in the minutes the views of other directors?
- Can he include or exclude from the Minutes any matter, as he deems fit?



**Whether Minutes should be approved,  
confirmed or noted at the next Board  
Meeting?**



**Can Minutes, once entered in the  
Minutes Book, be altered?**



**Who can inspect the Attendance register as well as Minutes book?**

# PRESERVATION OF MINUTES

- **Till what time office copies of Notices, Agenda, Notes on Agenda and other related papers are to be preserved by the company?**
- **Till what time the Minutes are to be preserved by the company?**

# CONTENTS OF MINUTES

- Chairman
- Quorum
- Attendance and its mode, leave of absence
- Attendees/Invitees
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- Views of Directors particularly IDs
- Fact of dissent or abstention
- Fact of non participation by interested directors
- Ratification by IDs or majority, if meeting held at shorter notice and transacting any item not included in Agenda
- Time of commencement and conclusion



# THANK YOU

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